EL DEBARGE

SECOND CHANCE

01 Lay With You **Featuring Faith Evans

(M. Flowers, E. J. Coulter) • Produced by Mike City* • Faith Evans Vocals Produced by Ron Fair & El DeBarge • Additional production by Ron Fair • Orchestra Arranged & Conducted by Ron Fair • Additional Background Vocals: Mischke • Mixed by Peter Mokran • Recorded by Mike City, Tal Oz, & Allen Sides • Assisted by Eric Weaver & Wesley Seidman • (Mike City Music (BMI)/Notting Hill Music, Inc/Songs of Universal, Inc, Ericka J Music Publishing (BMI)) • * for Unsung Entertainment, Inc • ** Faith Evans appears courtesy of E1 Entertainment / Prolific Music, Inc.

02 Heaven

(Awesome Jones & Full Circle) Produced by Awesome Jones • Orchestra Arranged & Conducted by Ron Fair • Mixed by Peter Mokran • Pro-Tools Tal Herzberg • Recording Engineered by Corey Shoemaker, Jeremy Stevenson, Allen Sides & Tal Oz • Mix Assisted by Eric Weaver • Keys: Jason Perry • Guitar: Hot Sauce • (My Diet Starts Tomorrow, Inc./ Songs of Universal, Inc. (BMI), Zone 4 Inc/Universal)

03 Close To You

(M. Flowers) • Produced & Arranged by Mike City • Additional Production by Ron Fair • Orchestra Arranged & Conducted by Ron Fair • Mixed by Peter Mokran • Recorded by Mike City & Allen Sides • Pro Tools by Tal Herzberg • Assisted by Eric Weaver, Wesley Seidman, & Tal Oz • (Mike City Music (BMI)/Notting Hill Music, Inc/Songs of Universal, Inc) • *for Unsung Entertainment, Inc

04 Format **Featuring 50 Cent

(C. Davis, V. Wilson, A. Shaw, E. DeBarge, C. Jackson) • Produced by Christian Davis* • Additional Production by Ron Fair • Co-produced by Victor "V Dubb" Wilson * • Orchestra Arranged & Conducted by Ron Fair • Mixed by Jean-Marie Horvat • Pro Tools by Tal Herzberg • Recorded by Christian Davis, Tal Herzberg, & Allen Sides • Assisted by Tal Oz, Zach Redding, & Wesley Seidman • (EMI April Music, Inc. o/b/o Itself, Darkchild Songs and SIVAD SOUL (ASCAP), myELmusic/ ASCAP, 50 Cent Music Publishing admin by Universal Music Publishing (ASCAP)) • *for Sly Doggie Productions, Inc./The LP2 Group • **50 Cent Appears Courtesy Of Shady/Aftermath/Interscope Records

05 When I See You

(R. Fair, K. Edmonds, E. DeBarge, Mischke) • Produced by Ron Fair • Lead Vocals Produced by Mischke • Orchestra Arranged & Conducted by Ron Fair • Mixed by Peter Mokran • Pro-Tools Tal Herzberg • Mix Assisted by Eric Weaver • Recording Engineered by Tal Oz • Strings Recorded by Allen Sides • Guitar, Piano, Bass, Harmonica, Vibes & Drum Programming: Ron Fair • (Faircraft Music/Universal ASCAP, FAZE 2 MUSIC (BMI) • Administered by Songs of Universal, Inc. (BMI) • myELmusic (ASCAP), mischkemusic/Universal Music Corp (ASCAP))

06 How Can You Love Me

(B. R. Avila, I. J. Avila, J. Harris III, T. Lewis, E. DeBarge) • Produced by The Avila Brothers* • Vocals Recorded by Jimmy Jam & Terry Lewis • Orchestra Arranged & Conducted by Ron Fair • Mixed by Peter Mokran • Recorded by Tremaine "Tre" Williams, Tal Oz, & Allen Sides • Assisted by Eric Weaver & Wesley Seidman • Keyboards: El DeBarge • Bass, Piano & Rhodes: Bobby Ross Avila • Drums & Percussion: IZ • (Sublime Basement Tunes/ BMI/ Universal Music Publishing, Defenders of Music/EMI Blackwood Music(BMI), April Music/Flyte Tyme Tunes , myELmusic (ASCAP)) • *for A.B Experience

07 Serenading

(M. Flowers) • Produced by Mike City* • Orchestra Arranged & Conducted by Ron Fair • Mixed by Peter Mokran • Recorded by Mike City & Allen Sides • Assisted by Eric Weaver, Wesley Seidman & Tal Oz • Guitar: Leo Mellace • (Mike City Music (BMI)/Notting Hill Music, Inc/Songs of Universal, Inc) • *for Unsung Entertainment, Inc

08 5 Seconds **Featuring Fabolous

(M. Angelo, K. Jackson, Mishcke, E. DeBarge, J. Jackson, M. DeBarge, E. Jordan, R. Walters, D. Davis) • Produced by El DeBarge & Michael Angelo • Mixed by Jean-Marie Horvat • Vocals produced and recorded by Mishcke • Recorded by Michael Angelo & John Norten • Mix assisted by Zach Redding (Michael Angelo Saulsberry Music (ASCAP), Mylos And Me Music Publishing (ASCAP), mischkemusic/Universal Music Corp (ASCAP), myELmusic (ASCAP), Jbrasco publishing (ASCAP), Jobete Music Co. Inc. (ASCAP), RMG Music (BMI), Entertaining Music (BMI), Slick Rick Music (BMI)) • Contains elements of "Stay With Me" written by Mark DeBarge and Etterlene Jordan and published by Jobete Music Co. Inc. (ASCAP). Used by permission. • Contains elements of "The Show" written by Ricky Walters and Doug Davis and published by RMG Music (BMI), Entertaining Music (BMI), and Slick Rick Music (BMI). Used by permission. **Fabolous appears courtesy of Desert Storm/The Island Def Jam Music Group

09 Joyful

(J. Harris III, T. Lewis, E. DeBarge) • Produced by Jimmy Jam & Terry Lewis* • Recorded by: Tremaine "Tre" Williams • Mixed by Matt Marrin • Rhodes & Vocoder: El Debarge • Keys, Strings, & Percussion: Jimmy Jam • Drum Programming: Bobby Ross Avila • (EMI April Music/Flyte Tyme Tunes (ASCAP), April Music/Flyte Tyme Tunes Inc. (ASCAP), myELmusic (ASCAP)) • *for Flyte Tyme Productions, Inc.

10 Sexy Lady

(M. Angelo, K. Jackson, E. DeBarge) • Produced by Michael Angelo • Mixed by Jean-Marie Horvat • Recorded by Michael Angelo • Mix assisted by Zach Redding (Michael Angelo Saulsberry Music (ASCAP), Mylos And Me Music Publishing (ASCAP), myELmusic (ASCAP))

11 Sad Songs

(J. Harris III, T. Lewis, E. DeBarge) • Produced by Jimmy Jam & Terry Lewis* • Mixed by Matt Marrin Orchestra Arranged & Conducted by Ron Fair • Recorded by Tremaine "Tre" Williams, Tal Oz, & Allen Sides Assisted by Wesley Seidman • Rhodes: El DeBarge • Keys & Percussion: Jimmy Jam • Drums & Percussion: Bobby Ross Avila • (EMI April Music/Flyte Tyme Tunes (ASCAP), April Music/ Flyte Tyme Tunes Inc. (ASCAP), myELmusic (ASCAP)) • *for Flyte Tyme Productions, Inc.

12 The Other Side

(J. Harris III, T. Lewis, E. DeBarge) • Produced by Jimmy Jam & Terry Lewis* • Mixed by Matt Marrin • Orchestra Arranged & Conducted by Ron Fair • Recorded by Tremaine "Tre" Williams, Tal Oz, & Allen Sides • Assisted by Wesley Seidman • Rhodes: El DeBarge • Keys & Percussion: Jimmy Jam • Drums & Percussion: Bobby Ross Avila • (EMI April Music/Flyte Tyme Tunes (ASCAP), April Music/Flyte Tyme Tunes Inc. (ASCAP), myELmusic (ASCAP)) • *for Flyte Tyme Productions, Inc.

13 Second Chance

(E. DeBarge, Mischke) • Produced by Ron Fair • Orchestra Arranged & Conducted by Ron Fair • Vocal Produced by Mischke • Mixed By Peter Mokran • Recorded by Mischke, Tal Herzberg, Tal Oz, & Allen Sides • Assisted by Eric Weaver & Wesley Seidman • Additional Background Vocals: Mischke • Piano: El DeBarge • Bass, Harmonica, Vibes, & Drum Programming: Ron Fair • (myELmusic (ASCAP), mischkemusic/Universal Music Corp (ASCAP))

14 Silent Night

Produced and Arranged by John Goux • Vocals Produced by Mischke • Mixed by Peter Mokran • Guitars & Programming: John Goux • Background vocals: George Merrill, Shannon Rubicam, Mischke • Recorded by John Goux, Gabe Moffatt, George Merrill & Mischke • Assisted by Eric Weaver

15 Christmas Without You

(E. Debarge, B.R. Avila, I. J. Avila, S. Salter, R. Thomson) • Produced by: The Avila Brothers Mixed by Matt Marrin at Astound Sound Studios • Additional Vocal Production: Sam SalterStrings Arranged & Conducted by Suzie Katayama • Recorded by Jeff Halbert & Clark Germain • Bass, Piano, Vibes , Celeste & Guitar: Bobby Ross Avila • Drums & Percussion: IZ • Bass: Thomas Harte Jr. • Background vocals: El Debarge • Music prep by Dwight Mikkelsen for note that score • (myELmusic/ASCAP, (BMI) Sublime Basement Tunez / Universal Music Publishing (BMI)Defenders Of Music / EMI Blackwood Publishing, (ASCAP)Salt75 Music Publishing/Bugg Music (ASCAP) Shelter Sound Publishing)

16 Heart Full of Love

(E. Debarge, B.R. Avila, I. J. Avila, S. Salter, E. Serrano) • Produced by: The Avila Brothers Mixed by Matt Marrin at Astound Sound Studios • Additional Vocal Production: Sam SalterStrings Arranged & Conducted by Suzie Katayama • Recorded by Jeff Halbert & Clark Germain • Bass, Piano, Vibes , Celeste & Guitar: Bobby Ross Avila • Drums & Percussion: IZ • Bass: Thomas Harte Jr. • Background vocals: El Debarge • Pan Handler Vocal: Scarlett • Music prep by Dwight Mikkelsen for note that score • (myELmusic/ ASCAP (BMI) Sublime Basement Tunez / Universal Music Publishing (BMI)Defenders Of Music / EMI Blackwood Publishing (BMI) Lil'Eddie Music/EMI (ASCAP)Salt75 Music Publishing/Bugg Music)

El's Thank You's

First & foremost I give Glory & Honor To almighty God For his grace and for giving me a Second Chance to bring his love to the World as I sing, write and play from my heart. I intend to reach the heart of every man, woman, boy & girl !! I dedicate this entire CD to the World because everyone deserves a "Second Chance". I would like to thank My Mother (Mama D) I love you! Where would I be today except for your prayers which kept angels encamped around me to protect me (priceless)! Jimmy Dixon my dear friend you are a strength to me!! To Pete & Pam Farmer my Management Team (Kings OF LA Ent.) you two are my friends & yes my family I say thank you from the bottom of my heart for your love and support, also Alexandria & Ross Farmer. To my fans you are so important to me I feel your love that's why I'm back because of you! To my Dear children who have had to wait so long to see & experience their father. I long for you and I live for you- hear I am and I love you!!! Ron Fair you believed in me when my manager brought me too you & it's because of your faith in God for me I even have a recording deal with one of the greatest labels to date Interscope/ Geffen Thank you. Ron your diligence is priceless, your endless hours preparing my LP thank you again Ron!!! Let's Win. Jimmy Iovine you are obviously a visionary because you got the big picture immediately when I met you. I'll never forget the words you said to me when you said that if anybody deserves a Second Chance I do !! Thank you Jimmy Iovine I promise I won't let you down. Steve Berman thanks for everything... Jeff Norskog thanks for your everyday phone calls, emails & keeping people on point, we love your energy Jeff. Step Johnson thanks for believing in me as an artist... Garnett March Thanks for everything & believing in me & I'm ready for wherever you need me to be... Troy Marshall & Garrett Williams you guys are the best team mates.... I'm rolling with ya... Nicole Ehrlich thanks for making my video look amazing!!! Eric White you caught the feeling of Second Chance to the world & look forward to the next video. Tiffany Johnson thanks for all the hard work. Buffy Hubelbank thanks for taking care of me & my management Oh behave.....LOL! Yvette Gayle, thank you for the hard work. Shelly & Sherry McAdoo, thanks for all the friendship & work! Love you ladies. Don Clemons, your the man thanks so much....Randy Henderson thanks, Ianthe Zevos & Stephanie Hsu the photos look great....thank you. I would like to thank everyone who has helped me at Interscope/ Geffen. Dean Sheldon Serwin, Business Manager Debra Johnson, David Lloyd, Mark Kovinsky, Seth Lichtenstein, Jeremy Mohr, Ken Hertz. All my producers & writers on this album: Jimmy Jam & Terry Lewis, Ron Fair, Avila Brothers, Mike City, Polow, Fabolous, Mischke, Michael Angelo, Christian Davis, Kurt Jackson, Ericka J. Coulter Faith Evans it was truly amazing to sing with you your voice is truly amazing thank you. 50cent thanks my man... CAA...thank you words can't express... Mark Cheatham I'm ready to explore the world. ShoreFire PR Marilyn Laverty & staff thanks you so much. BET thank you for all the love you showed during the BET awards 10th Anniversary, Steven Hill, Jesse Collins, Deborah Lee Reality TV show Second Chance Byron Phillips, Reginald Hudlin, James DuBose, Karen, thanks for the hard work putting the sizzle real together... Now we can show the world ... My Glam Squad Benard Jacobs, (stylist) thanks for making me look amazing in my suits etc... Pam farmer, (makeup) your hands are amazingly gifted & thanks for all the tips. Anthony Billington, (Barber) Tony you really give it your all & it shows thanks my man. If I missed anyone pls don't take it personal I love you all.... To the late Peter Lopez, thank you for finalizing my deal at Geffen Records. You will never be forgotten, rest in peace…… El DeBarge

Executive Producers / A&R	Pete Farmer & Ron Fair
Co-Executive Producer	El DeBarge
Management	Pete and Pam Farmer for Kings of LA Entertainment
Product Manager	Tiffany Johnson
Geffen Business Affairs	Tracy Kies
Creative	Ianthe Zevos
General Manager Geffen Records	Jeff Norskog
A&R Administration	Alicia Graham
A&R Coordinator	Buffy Hubelbank
Publicity	Yvette Gayle
Marketing Coordinator	Mike Snodgress
Production Manager	Les Scurry
Photography	Christian Lantry
Styling	Bernard Jacobs
Art Direction	Todd Gallopo @ Meat and Potatoes, Inc.
Design	Todd Gallopo & Jen Montgomery
Worldwide Representation	Mark Cheatham/ CAA

Recorded At

The Boiler Room, Unsung Studios, Oceanway Studios, Sly Doggie Studios, Flight Time Studios, Flyte Tyme Studios, Sounds Studio, The Boom Boom Room, MAS Sounds Studio, mischkemusic studios, No Excuses, Redstar Recording, House Of Music, Shelter Studios, & Capitol Studios

Violins	Bruce Dukov, Natalie Leggett, Charlie Bisharat, Alyssa Park, Tereza Stanislav, Sara Parkins, Julie Gigante, Sid Paige, Tammi Hatwan, Josefina Vergara, Mario DeLeon, Katia Popov, Yelena Yegoryan, Phillip Levy, Jackie Brand, Roberto Cani, Songa Lee, Helen Nightengale, Nina Evtuhov, Sarah Thornblade, Tiffany Hu, Robin Olson, Henry Gronnier, Lily Ho Chen, Mario De Leon, Gerardo Hilera, Razdan Kuyumjian, Songa Lee, Robert Peterson, John Wittenberg & Ken Yerke
Viola	Brian Dembow, Vicki Miskolczy, Ron Brophy, Thomas Diener, Matt Funes, Carole Kleister-Castillo, Jeanie Lim, & Aaron Oltman
Celli	Steve Erdody, Cecilia Tsan, Armen Ksajikian, Tim Loo, Trevor Handy, Tim Landauer, Steve Richards, & Rudolph Stein
Bass	Nico Abondolo & Ryan Roberts
Harp	Gayle Levant
Horns	Joe Meyer, Paul Klintworth, Rick Baptist, Warren Leuning, & Bill Reichenbach
Oboe & Alto Flute	Chris Bleth

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Disc 02

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16 Heart Full Of Love

Executive Producers: Pete Farmer & Ron Fair
Co-Executive Producer: El DeBarge
Management: Pete and Pam Farmer for
Kings of LA Entertainment

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